

CAPITAL CONNECTION, INC.

Suite 1 • Tallahassee, Florida 32302
Phone (850) 222-1222 • Fax (850) 222-1222

P990000072506

Digicom Acquisition
Corporation
into
Hyperbyte, Inc

200003137512--2

-02/16/00--01071--008

*****82.50 *****82.50

Art of Inc. File _____
LTD Partnership File Merger
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
☒ Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
☒ Cert. Copy (X2) _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

FILED
MAR - 6 PM 4:33
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
00 FEB 16 PM 2:48
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

Requested by: LS

Date

2/16/00

Time

11:20

Will Pick Up

ASR
2/16/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

DIGICOMM ACQUISITION CORPORATION, A Fla corp. P00000011821

,

INTO

HYPERBYTE.COM, INCORPORATED, a Florida entity, P99000072506

File date: March 6, 2000

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 17, 2000

Capital Connection, Inc.
417 E. Virginia St.
Suite 1
Tallahassee, FL 32302

SUBJECT: HYPERBYTE.COM, INCORPORATED
Ref. Number: P99000072506

We have received your document for HYPERBYTE.COM, INCORPORATED and your check(s) totaling \$82.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 500A00008451

Corrected

RECEIVED
00 MAR -6 AM 10: 07
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

FILED
00 MAR -6 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to § 607.1105 of the Florida Statutes.

I.

Name and Jurisdiction of the Surviving Corporation

The surviving corporation shall be HYPERBYTE.COM, Incorporated, a Florida corporation.

II.

Name and Jurisdiction of Each Merging Corporation

The merging corporation is as follows:

DIGICOMM ACQUISITION CORPORATION, a Florida corporation.

III.

The Plan of Merger

The Plan of Merger, as adopted by the shareholders of each merging corporation, is attached hereto as Exhibit A.

IV.

Effective Date

The merger shall become effective upon the filing of these Articles of Merger with the Florida Department of State.

V.

Adoption of Merger by Surviving Corporation

The Plan of Merger was adopted by the shareholders of HYPERBYTE.COM, Incorporated on 2/3, 2000.

VI.
Adoption of Merger by Merging Corporation

DIGICOMM ACQUISITION CORPORATION, a wholly-owned subsidiary of DIGICOMMDSL.NET, INC., a Florida corporation, presented the Plan of Merger to the shareholders of its parent corporation on February 3, 2000. The Plan of Merger received shareholder approval on that date.

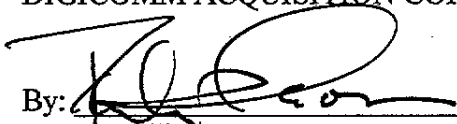
VII.
Execution

HYPERBYTE.COM, Incorporated

By: 
William Loper Lowry

Its: President and Chairman

DIGICOMM ACQUISITION CORPORATION

By: 
Philip Leon

Its: President

PLAN OF MERGER OF
DIGICOMM ACQUISITION CORPORATION,
A wholly-owned Subsidiary of
DIGICOMM *DSL.net*, Inc.

And

HYPERBYTE.Com, Incorporated

Pursuant to § 607.1101 of the Florida Statutes, the following is stated:

Names of Corporation planning to merge

DigiComm Acquisition Corporation, a Florida Corporation, shall merge into Hyperbyte.Com, Incorporated, a Florida Corporation.

Surviving Corporation

Hyperbyte.Com, Incorporated, shall be the surviving corporation and shall become a wholly-owned subsidiary of the parent corporation of DigiComm Acquisition Corporation, DigiComm *DSL.net*, Inc.

Terms and conditions of proposed merger and manner of converting shares

DigiComm *DSL.net*, Inc., shall acquire all of the outstanding stock of Hyperbyte.Com, Incorporated in consideration for its acquisition of all of the outstanding stock of Hyperbyte.Com, Incorporated. DigiComm *DSL.net*, Inc. shall issue Five (5) shares of DigiComm *DSL.net*, Inc. common stock to each shareholder of record of Hyperbyte.Com, Incorporated, for each share of Hyperbyte.Com, Incorporated, stock acquired by DigiComm *DSL.net*, Inc. In addition to all of the outstanding stock of Hyperbyte.Com, Incorporated, DigiComm *DSL.net*, Inc., shall acquire all of the assets of Hyperbyte.Com, Incorporated. In addition, the merger shall be subject to the terms and conditions as set forth in the Merger Agreement, which shall be executed prior to closing by the designated officers of each corporation party to the merger.

Effective Date of Merger

The merger shall become effective upon the filing of the Articles of Merger with the Secretary of State of Florida, as required by Statute.

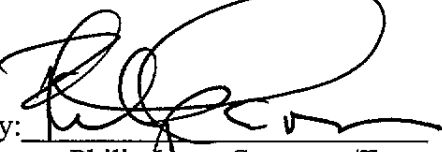
A handwritten signature in black ink, located in the bottom right corner of the document. The signature appears to be a stylized representation of initials or a name, possibly "D.D." followed by a flourish.

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Respectfully submitted,

DigiComm *DSL*.net, Inc.

By: 
Patrick Downs, President

By: 
Philip Leon, Secretary/Treasurer